

HEALTH QUARTERLY STATEMENT

AS OFSeptember 30, 2002

OF THE CONDITION AND AFFAIRS OF THE

Community Choice Michigan

NAIC Group Code	0000	0000	NAIC Company Code	95562	Employer's ID Number	38-3252216
	(Current Period)	(Prior Period)				
Organized under the Laws of	Michigan		State of Domicile or Port of Entry	Michigan		
Country of Domicile	US					
Licensed as business type:	Life, Accident & Health[] Dental Service Corporation[] Other[]		Property/Casualty[] Vision Service Corporation[] Is HMO Federally Qualified? Yes[] No[X]		Hospital, Medical & Dental Service or Indemnity[] Health Maintenance Organization[X]	
Date Incorporated or Organized	05/24/1995		Date Commenced Business	08/01/1996		
Statutory Home Office	2369 Woodlake Drive, Suite 200		Okemos, MI 48864			
	(Street and Number)		(City, or Town, State and Zip Code)			
Main Administrative Office	2369 Woodlake Drive, Suite 200					
	(Street and Number)					
	Okemos, , MI 48864		(517)349-5288 x			
	(City or Town, State and Zip Code)		(Area Code) (Telephone Number)			
Mail Address	2369 Woodlake Drive, Suite 200		Okemos, MI 48864			
	(Street and Number or P.O. Box)		(City, or Town, State and Zip Code)			
Primary Location of Books and Records	3141 N. 3rd Avenue					
	(Street and Number)					
	Phoenix, AZ 85013		602)331-5100 x			
	(City, or Town, State and Zip Code)		(Area Code) (Telephone Number)			
Internet Website Address						
Statutory Statement Contact	Scott Lee		(602)331-5100 x5590			
	(Name)		(Area Code)(Telephone Number)(Extension)			
	s.lee@lifemarkcorp.com		(602)331-5199 x			
	(E-Mail Address)		(Fax Number)			
Policyowner Relations Contact	3141 N. 3rd Avenue					
	(Street and Number)					
	Phoenix, AZ 85013		(800)390-7102-			
	(City, or Town, State and Zip Code)		(Area Code) (Telephone Number)(Extension)			

OFFICERS

President	Christine Baumgardner
Secretary	Mary Stephens Ferris
Treasurer	Linda Shively

VICE PRESIDENTS

Rueben Pettiford
Dan McKinnon

DIRECTORS OR TRUSTEES

Chris Shea	Gordon Weatherhead
A.J. Jones	Pimmie Lopez
David Gamez	Velma Hendershott
Darrell Milner	Roger Rushlow
Mike Stephenson	Donna Jaksic

State ofMichigan
County ofInghamss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manuals except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively.

(Signature)	(Signature)	(Signature)
(Printed Name)	(Printed Name)	(Printed Name)
Acting President	Secretary	Treasurer
Subscribed and sworn to before me this	a. Is this an original filing?	Yes[X] No[]
day of, 2002	b. If no,	
	1. State the amendment number	
	2. Date filed	
	3. Number of pages attached	
(Notary Public Signature)		

DIRECTORS OR TRUSTEES (continued)

Susan Green
Gwendolyn Williams
Sandra Fortes
Chris Strayhorn

Sherri Koelsch
Erica Cardoso
A.J. Mathewson

ASSETS

		Current Period			Prior Year
		1	2	3	4
		Assets	Nonadmitted Assets	Net Admitted Assets	Net Admitted Assets
1.	Bonds	3,376,001		3,376,001	1,950,367
2.	Stocks:				
2.1	Preferred stocks				
2.2	Common stocks	11,275		11,275	11,275
3.	Mortgage loans on real estate:				
3.1	First liens				
3.2	Other than first liens				
4.	Real estate (Schedule A):				
4.1	Properties occupied by the company (less \$..... encumbrances)			(a).....	
4.2	Properties held for the production of income (less \$..... encumbrances)				
4.3	Properties held for sale (less \$..... encumbrances)				
5.	Cash (\$.....13,958,244) and short-term investments (\$.....864,000)	14,822,244		14,822,244	18,861,287
6.	Other long-term invested assets				
7.	Receivable for securities				
8.	Aggregate write-ins for invested assets				
9.	Subtotal cash and invested assets (Lines 1 to 8)	18,209,520		18,209,520	20,822,929
10.	Accident and health premiums due and unpaid	940,688		940,688	1,030,134
11.	Health care receivables	2,695,518		2,695,518	8,573,738
12.	Amounts recoverable from reinsurers	132,761		132,761	156,398
13.	Net adjustment in assets and liabilities due to foreign exchange rates				
14.	Investment income due and accrued	62,683		62,683	71,848
15.	Amounts due from parent, subsidiaries and affiliates	33,644		33,644	
16.	Amounts receivable relating to uninsured accident and health plans				
17.	Furniture and equipment				
18.	Amounts due from agents				
19.	Federal and foreign income tax recoverable and interest thereon (including \$..... net deferred tax asset)				
20.	Electronic data processing equipment and software				
21.	Other nonadmitted assets				
22.	Aggregate write-ins for other than invested assets	245,875	245,875		
23.	Total assets (Lines 9 plus 10 through 22)	22,320,689	245,875	22,074,814	30,655,047
DETAILS OF WRITE-INS					
0801				
0802				
0803				
0898.	Summary of remaining write-ins for Line 8 from overflow page				
0899.	TOTALS (Lines 0801 through 0803 plus 0898) (Line 8 above)				
2201.	Prepaid MIS Fee	165,000	165,000		
2202.	Prepaid Insurance	51,060	51,060		
2203.	Prepaid Dues	29,815	29,815		
2298.	Summary of remaining write-ins for Line 22 from overflow page				
2299.	TOTALS (Lines 2201 through 2203 plus 2298) (Line 22 above)	245,875	245,875		

(a) \$..... health care delivery assets included in Line 4.1, Column 3.

LIABILITIES, CAPITAL AND SURPLUS

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less \$..... reinsurance ceded) 21,304,615 21,304,615 25,222,098
2.	Accrued medical incentive pool and bonus payments (4,451,899) (4,451,899) (2,817,203)
3.	Unpaid claims adjustment expenses				
4.	Aggregate policy reserves				
5.	Aggregate claim reserves				
6.	Premiums received in advance				
7.	General expenses due or accrued 88,341 88,341 74,658
8.	Federal and foreign income tax payable and interest thereon (including \$..... on realized capital gains (losses) (including \$..... net deferred tax liability)				
9.	Amounts withheld or retained for account of others				
10.	Borrowed money (including \$..... current) and interest thereon \$..... (including \$..... current)				
11.	Amounts due to parent, subsidiaries and affiliates				
12.	Payable for securities				
13.	Funds held under reinsurance treaties with (\$..... authorized reinsurers and \$..... unauthorized reinsurers)				
14.	Reinsurance in unauthorized companies				
15.	Net adjustments in assets and liabilities due to foreign exchange rates				
16.	Liability for amounts held under uninsured accident and health plans				
17.	Aggregate write-ins for other liabilities (including \$..... current)				
18.	Total liabilities (Lines 1 to 17) 16,941,057 16,941,057 22,479,553
19.	Common capital stock X X X X X X		
20.	Preferred capital stock X X X X X X		
21.	Gross paid in and contributed surplus X X X X X X 358,046 358,046
22.	Surplus notes X X X X X X		
23.	Aggregate write-ins for other surplus funds X X X X X X		
24.	Unassigned funds (surplus) X X X X X X 4,775,711 7,817,448
25.	Less treasury stock, at cost:	X X X	X X X		
	25.1 shares common (value included in Line 19 \$.....) X X X X X X		
	25.2 shares preferred (value included in Line 20 \$.....) X X X X X X		
26.	Total capital and surplus (Lines 19 to 24, Less 25) X X X X X X 5,133,757 8,175,494
27.	Total liabilities, capital and surplus (Lines 18 and 26) X X X X X X 22,074,814 30,655,047
DETAILS OF WRITE-INS					
1701				
1702				
1703				
1798.	Summary of remaining write-ins for Line 17 from overflow page				
1799.	TOTALS (Lines 1701 through 1703 plus 1798) (Line 17 above)				
2301 X X X X X X		
2302 X X X X X X		
2303 X X X X X X		
2398.	Summary of remaining write-ins for Line 23 from overflow page X X X X X X		
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above) X X X X X X		

STATEMENT OF REVENUE AND EXPENSES

		Current Year to Date		Prior Year
		1 Uncovered	2 Total	3 Total
1.	Member Months	X X X	687,407	834,143
2.	Net premium income	X X X	104,006,773	131,390,308
3.	Change in unearned premium reserves and reserve for rate credits	X X X		
4.	Fee-for-service (net of \$..... medical expenses)	X X X		
5.	Risk revenue	X X X		
6.	Aggregate write-ins for other health care related revenues	X X X	77,997	134,052
7.	TOTAL REVENUES (Lines 2 to 6)	X X X	104,084,770	131,524,360
Medical and Hospital:				
8.	Hospital/medical benefits		49,347,000	37,423,619
9.	Other professional services			27,371,010
10.	Outside referrals			
11.	Emergency room and out-of-area		12,444,740	10,528,641
12.	Prescription drugs		26,864,865	
13.	Aggregate write-ins for other medical and hospital		8,426,177	42,244,667
14.	Incentive pool and withhold adjustments		(1,421,270)	(229,063)
15.	Subtotal (Lines 8 to 14)		95,661,512	117,338,874
LESS:				
16.	Net reinsurance recoveries		8,787	(12,794)
17.	Total medical and hospital (Lines 15 minus 16)		95,652,725	117,351,668
18.	Claims adjustment expenses		1,480,344	1,822,627
19.	General administrative expenses		10,257,634	13,387,395
20.	Increase in reserves for accident and health contracts			
21.	Total underwriting deductions (Lines 17 through 20)		107,390,703	132,561,690
22.	Net underwriting gain or (loss) (Lines 7 minus 21)	X X X	(3,305,933)	(1,037,330)
23.	Net investment income earned		383,830	1,061,325
24.	Net realized capital gains or (losses)		(127,067)	
25.	Net investment gains or (losses) (Lines 23 plus 24)		256,763	1,061,325
26.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....), (amount charged off \$.....)]			
27.	Aggregate write-ins for other income or expenses		23,368	21,176
28.	Net income or (loss) before federal income taxes (Lines 22 plus 25 plus 26 plus 27)		(3,025,802)	45,171
29.	Federal and foreign income taxes incurred	X X X		
30.	Net income (loss) (Lines 28 minus 29)	X X X	(3,025,802)	45,171
DETAILS OF WRITE-INS				
0601.	Pharmacy Rebates	X X X		
0602.	HIV Funding	X X X		86,866
0603.	Grant	X X X	77,997	47,186
0698.	Summary of remaining write-ins for Line 6 from overflow page	X X X		
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	X X X	77,997	134,052
1301.	Pharmacy Expense			30,477,735
1302.	Other Ancillary		8,511,322	11,221,956
1303.	Grant Expense		112,369	125,039
1398.	Summary of remaining write-ins for Line 13 from overflow page		(197,514)	419,937
1399.	TOTALS (Lines 1301 through 1303 plus 1398) (Line 13 above)		8,426,177	42,244,667
2701.	Third Pary Liability		23,368	21,176
2702.			
2703.			
2798.	Summary of remaining write-ins for Line 27 from overflow page			
2799.	TOTALS (Lines 2701 through 2703 plus 2798) (Line 27 above)		23,368	21,176

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1	2
		Current Year to Date	Prior Year
CAPITAL & SURPLUS ACCOUNT			
31.	Capital and surplus prior reporting year	8,175,494	8,074,065
GAINS AND LOSSES TO CAPITAL & SURPLUS			
32.	Net income or (loss) from Line 30	(3,025,802)	45,171
33.	Change in valuation basis of aggregate policy and claim reserves		
34.	Net unrealized capital gains and losses		
35.	Change in net unrealized foreign exchange capital gain or (loss)		
36.	Change in net deferred income tax		
37.	Change in nonadmitted assets	(15,935)	56,258
38.	Change in unauthorized reinsurance		
39.	Change in treasury stock		
40.	Change in surplus notes		
41.	Cumulative effect of changes in accounting principles		
42.	Capital Changes:		
42.1	Paid in		
42.2	Transferred from surplus (Stock Dividend)		
42.3	Transferred to surplus		
43.	Surplus adjustments:		
43.1	Paid in		
43.2	Transferred to capital (Stock Dividend)		
43.3	Transferred from capital		
44.	Dividends to stockholders		
45.	Aggregate write-ins for gains or (losses) in surplus		
46.	Net change in capital and surplus (Lines 32 to 45)	(3,041,737)	101,429
47.	Capital and surplus end of reporting period (Line 31 plus 46)	5,133,757	8,175,494
DETAILS OF WRITE-INS			
4501		
4502		
4503		
4598.	Summary of remaining write-ins for Line 45 from overflow page		
4599.	TOTALS (Lines 4501 through 4503 plus 4598) (Line 45 above)		

CASH FLOW

		1	2
		Current	Prior
		Year To Date	Year
Cash from Operations			
1.	Premiums and revenues collected net of reinsurance	109,974,439	131,010,903
2.	Claims and claims adjustment expenses	102,549,241	119,727,925
3.	General administrative expenses paid	10,277,595	13,443,983
4.	Other underwriting income (expenses)	(31,883)	
5.	Cash from underwriting (Line 1 minus Line 2 minus Line 3 plus Line 4)	(2,884,280)	(2,161,005)
6.	Net investment income	392,995	1,181,963
7.	Other income (expenses)	23,368	21,176
8.	Federal and foreign income taxes (paid) recovered		
9.	Net cash from operations (Lines 5 to 8)	(2,467,917)	(957,866)
Cash from Investments			
10.	Proceeds from investments sold, matured or repaid:		
10.1	Bonds	96,000	3,675,000
10.2	Stocks		
10.3	Mortgage loans		
10.4	Real estate		
10.5	Other invested assets		
10.6	Net gains or (losses) on cash and short-term investments		
10.7	Miscellaneous proceeds		192,427
10.8	TOTAL investment proceeds (Lines 10.1 to 10.7)	96,000	3,867,427
11.	Cost of investments acquired (long-term only):		
11.1	Bonds	1,667,126	3,118,431
11.2	Stocks		11,275
11.3	Mortgage loans		
11.4	Real estate		
11.5	Other invested assets		
11.6	Miscellaneous applications		
11.7	TOTAL investments acquired (Lines 11.1 to 11.6)	1,667,126	3,129,706
12.	Net cash from investments (Line 10.8 minus Line 11.7)	(1,571,126)	737,721
Cash from Financing and Miscellaneous Sources			
13.	Cash provided:		
13.1	Surplus notes, capital and surplus paid in		
13.2	Net transfers from affiliates		
13.3	Borrowed funds received		
13.4	Other cash provided		56,278
13.5	TOTAL (Lines 13.1 to 13.4)		56,278
14.	Cash applied:		
14.1	Dividends to stockholders paid		
14.2	Net transfers to affiliates		
14.3	Borrowed funds repaid		
14.4	Other applications		2,385,484
14.5	TOTAL (Lines 14.1 to 14.4)		2,385,484
15.	Net cash from financing and miscellaneous sources (Line 13.5 minus Line 14.5)		(2,329,206)
RECONCILIATION OF CASH AND SHORT-TERM INVESTMENTS			
16.	Net change in cash and short-term investments (Line 9 plus Line 12 plus Line 15)	(4,039,043)	(2,549,351)
17.	Cash and short-term investments:		
17.1	Beginning of period	18,861,287	21,410,638
17.2	End of period (Line 16 plus Line 17.1)	14,822,244	18,861,287

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	74,999								74,999	
2. First Quarter	78,110								78,110	
3. Second Quarter	78,481								78,481	
4. Third Quarter	71,571								71,571	
5. Current Year										
6. Current Year Member Months	687,407								687,407	
Total Member Ambulatory Encounters for Period:										
7. Physician	238,506								238,506	
8. Non-Physician	18,484								18,484	
9. Total	256,990								256,990	
10. Hospital Patient Days Incurred	18,628								18,628	
11. Number of Inpatient Admissions	4,835								4,835	
12. Premiums Collected	109,974,439								109,974,439	
13. Premiums Earned	104,006,773								104,006,773	
14. Amount Paid for Provision of Health Care Services	101,101,321								101,101,321	
15. Amount Incurred for Provision of Health Care Services	95,549,142								95,549,142	

CLAIMS PAYABLE (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 days	Over 120 Days	Total
Individually Listed Claims Payable						
BATTLE CREEK HEALTH SYSTEMS HOSPITAL	80,068	29,148	653	110,438	3,000	223,307
0199999 Individually Listed Claims Payable	80,068	29,148	653	110,438	3,000	223,307
0299999 Aggregate Accounts Not Individually Listed - Uncovered						
0399999 Aggregate Accounts Not Individually Listed - Covered	444,831	537,520	146,219	81,971	53,334	1,263,875
0499999 Subtotals	524,899	566,668	146,872	192,409	56,334	1,487,182
0599999 Unreported claims and other claim reserves						17,558,582
0699999 Total Amounts Withheld						2,258,851
0799999 Total Claims Payable						21,304,615
0899999 Accrued Medical Incentive Pool						(4,451,899)

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business		Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1+3)	6 Estimated Claim Reserve and Claim Liability Dec.31 of Prior Year
		1	2	3	4		
		On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec.31 of Prior Year	On Claims Incurred During the Year		
1.	Comprehensive (Hospital & Medical)
2.	Medicare Supplement
3.	Dental only
4.	Vision only
5.	Federal Employees Health Benefits Plan Premiums
6.	Title XVIII - Medicare
7.	Title XIX - Medicaid	16,687,423	83,975,011	3,109,747	18,194,868	19,797,170	25,222,098
8.	Other
9.	Subtotal	16,687,423	83,975,011	3,109,747	18,194,868	19,797,170	25,222,098
10.	Medical incentive pools, accruals and disbursements ..	438,887	(3,030,629)	(1,421,270)	(2,591,742)	(2,817,203)
11.	TOTALS	17,126,310	83,975,011	79,118	16,773,598	17,205,428	22,404,895

Notes to Financial Statement

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted)

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1 Did the reporting entity implement any significant accounting policy changes which would require disclosure in the Notes to the Financial Statements?

Yes[] No[X]
- 1.2 If yes, explain:
- 2.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes[] No[X]
- 2.2 If yes, has the report been filed with the domiciliary state?

Yes[] No[X] N/A[]
- 3.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes[] No[X]
- 3.2 If yes, date of change:
If not previously filed, furnish herewith a certified copy of the instrument as amended.
4. Have there been any substantial changes in the organizational chart since the prior quarter end?
If yes attach an organizational chart.

Yes[] No[X]
- 5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes[] No[X]
- 5.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile
.....

6. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?
If yes, attach an explanation.

Yes[] No[X] N/A[]
- 7.1 State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/1998
- 7.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/1998
- 7.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

10/22/1999
- 7.4 By what department or departments?
Office of Financial and Insurance Services, P.O. Box 30220, Lansing MI 48909-7720
- 8.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? (You need not report an action, either formal or informal, if a confidentiality clause is part of the agreement.)

Yes[] No[X]
- 8.2 If yes, give full information

GENERAL INTERROGATORIES (continued)

(Responses to these interrogatories should be based on changes that have occurred since prior year end unless otherwise noted.)

INVESTMENT

- 9.1

Has there been any changes in the reporting entity’s own preferred or common stock?

Yes[] No[X]
- 9.2

If yes, explain:
- 10.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes[] No[X]
- 10.2

If yes, give full and complete information relating thereto:
11.

Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$
12.

Amount of real estate and mortgages held in short-term investments:

\$
- 13.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes[] No[X]
- 13.2

If yes, please complete the following:

	1 Prior Year-End Statement Value	2 Current Quarter Statement Value
13.21 Bonds		
13.22 Preferred Stock		
13.23 Common Stock	11,275	11,275
13.24 Short-Term Investments		
13.25 Mortgages, Loans or Real Estate		
13.26 All Other		
13.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 13.21 to 13.26)	11,275	11,275
13.28 Total Investment in Parent included in Lines 13.21 to 13.26 above		
13.29 Receivable from Parent not included in Lines 13.21 to 13.26 above		

- 14.1

Does the reporting entity have any hedging transactions reported in Schedule DB?

Yes[] No[X]
- 14.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?
If no, attach a description with this statement.

Yes[] No[X] N/A[]
15.

Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity’s offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Part 1 - General, Section IV, H-Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

Yes[X] No[]
- 15.1

For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
CITIBANK	120 BROADWAY 2ND FLOOR, NEW YORK NY 10271

- 15.2

For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
.....

- 15.3

Have there been any changes, including name changes, in the custodian(s) identified in 15.1 during the current year?

Yes[] No[X]
- 15.4

If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
.....

- 15.5

Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
CITIBANK	CITIBANK	120 BROADWAY 2ND FLOOR, NEW YORK NY 10271

SCHEDULE A - VERIFICATION

		1	2	3	4
		First Quarter Current Year	Second Quarter Current Year	Third Quarter Current Year	Prior Year Ended December 31
1.	Book/adjusted carrying value, beginning of period				
2.	Increase (decrease) by adjustment				
3.	Cost of acquired				
4.	Cost of additions to and permanent improvements				
5.	Total profit (loss) on sales				
6.	Increase (decrease) by foreign exchange adjustment				
7.	Amount received on sales				
8.	Book/adjusted carrying value at end of current period				
9.	Total valuation allowance				
10.	Subtotal (Lines 8 plus 9)				
11.	Total nonadmitted amounts				
12.	Statement value, current period (Page 2, real estate lines, current period)				

SCHEDULE B - VERIFICATION

		1	2	3	4
		First Quarter Current Year	Second Quarter Current Year	Third Quarter Current Year	Prior Year Ended December 31
1.	Book/recorded investment excluding accrued interest on mortgages owned, beginning of period				
2.	Amount loaned during period:				
2.1	Actual cost at time of acquisitions				
2.2	Additional investment made after acquisitions				
3.	Accrual of discount and mortgage interest points and commitment fees				
4.	Increase (decrease) by adjustment				
5.	Total profit (loss) on sale				
6.	Amounts paid on account or in full during the period				
7.	Amortization of premium				
8.	Increase (decrease) by foreign exchange adjustment				
9.	Book value/recorded investment excluding accrued interest on mortgages owned at end of current period				
10.	Total valuation allowance				
11.	Subtotal (Lines 9 plus 10)				
12.	Total nonadmitted amounts				
13.	Statement value of mortgages owned at end of current period				

SCHEDULE BA - VERIFICATION

Other Invested Assets Included in Schedule BA

		1	2	3	4
Description		First Quarter Current Year	Second Quarter Current Year	Third Quarter Current Year	Prior Year Ended December 31
1.	Book/adjusted carrying value of long-term invested assets owned, beginning of period				
2.	Cost of acquisitions during period:				
2.1	Actual cost at time of acquisitions				
2.2	Additional investment made after acquisitions				
3.	Accrual of discount				
4.	Increase (decrease) by adjustment				
5.	Total profit (loss) on sale				
6.	Amounts paid on account or in full during the period				
7.	Amortization of premium				
8.	Increase (decrease) by foreign exchange adjustment				
9.	Book/adjusted carrying value of long-term invested assets at end of current period				
10.	Total valuation allowance				
11.	Subtotal (Lines 9 plus 10)				
12.	Total nonadmitted amounts				
13.	Statement value of long-term invested assets at end of current period				

SCHEDULE D - PART 1B
Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Statement Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Statement Value End of First Quarter	6 Statement Value End of Second Quarter	7 Statement Value End of Third Quarter	8 Statement Value December 31 Prior Year
BONDS								
1. Class 1	2,228,326	2,243,126	(223,067)	(8,384)	2,329,429	2,228,326	4,240,001	2,718,367
2. Class 2								
3. Class 3								
4. Class 4								
5. Class 5								
6. Class 6								
7. TOTAL Bonds	2,228,326	2,243,126	(223,067)	(8,384)	2,329,429	2,228,326	4,240,001	2,718,367
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. TOTAL Preferred Stock								
15. TOTAL Bonds & Preferred Stock	2,228,326	2,243,126	(223,067)	(8,384)	2,329,429	2,228,326	4,240,001	2,718,367

SCHEDULE DA - PART 1

Short - Term Investments Owned End of Current Quarter

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Amount of Interest Received Current Quarter	5 Paid for Accrued Interest
8099999. TOTALS	864,000	X X X	864,000

SCHEDULE DA - PART 2 - Verification

Short-Term Investments Owned

		1 First Quarter Current Year	2 Second Quarter Current Year	3 Third Quarter CurrentYear	4 Prior Year Ended December 31
1.	Book/adjusted carrying value, beginning of period	768,000	384,000	288,000	7,375,343
2.	Cost of short-term investments acquired			576,000	1,209,590
3.	Increase (decrease) by adjustment				(19,723)
4.	Increase (decrease) by foreign exchange adjustment				
5.	Total profit (loss) on disposal of short-term investments				(18,782)
6.	Consideration received on disposal of short-term investments	384,000	96,000		7,778,428
7.	Book/adjusted carrying value, current period	384,000	288,000	864,000	768,000
8.	Total valuation allowance				
9.	Subtotals (Lines 7 plus 8)	384,000	288,000	864,000	768,000
10.	Total nonadmitted amounts				
11.	Statement value (Lines 9 minus 10)	384,000	288,000	864,000	768,000
12.	Income collected during period	19,331	6,270		426,028
13.	Income earned during period	11,214	5,333	5,153	283,805

16 Schedule DB Part F Section 1..... NONE

17 Schedule DB Part F Section 2..... NONE

18 Schedule S Ceded Reinsurance NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Allocated by States and Territories

State, Etc.			1 Guaranty Fund (Yes or No)	2 Is Insurer Licensed (Yes or No)	Direct Business Only Year-to-Date			
					3 Premiums	4 Medicare Title XVIII	5 Medicaid Title XIX	6 Federal Employees Health Benefits Program Premiums
1.	Alabama	AL	No	No				
2.	Alaska	AK	No	No				
3.	Arizona	AZ	No	No				
4.	Arkansas	AR	No	No				
5.	California	CA	No	No				
6.	Colorado	CO	No	No				
7.	Connecticut	CT	No	No				
8.	Delaware	DE	No	No				
9.	District of Columbia	DC	No	No				
10.	Florida	FL	No	No				
11.	Georgia	GA	No	No				
12.	Hawaii	HI	No	No				
13.	Idaho	ID	No	No				
14.	Illinois	IL	No	No				
15.	Indiana	IN	No	No				
16.	Iowa	IA	No	No				
17.	Kansas	KS	No	No				
18.	Kentucky	KY	No	No				
19.	Louisiana	LA	No	No				
20.	Maine	ME	No	No				
21.	Maryland	MD	No	No				
22.	Massachusetts	MA	No	No				
23.	Michigan	MI	No	Yes			104,006,773	
24.	Minnesota	MN	No	No				
25.	Mississippi	MS	No	No				
26.	Missouri	MO	No	No				
27.	Montana	MT	No	No				
28.	Nebraska	NE	No	No				
29.	Nevada	NV	No	No				
30.	New Hampshire	NH	No	No				
31.	New Jersey	NJ	No	No				
32.	New Mexico	NM	No	No				
33.	New York	NY	No	No				
34.	North Carolina	NC	No	No				
35.	North Dakota	ND	No	No				
36.	Ohio	OH	No	No				
37.	Oklahoma	OK	No	No				
38.	Oregon	OR	No	No				
39.	Pennsylvania	PA	No	No				
40.	Rhode Island	RI	No	No				
41.	South Carolina	SC	No	No				
42.	South Dakota	SD	No	No				
43.	Tennessee	TN	No	No				
44.	Texas	TX	No	No				
45.	Utah	UT	No	No				
46.	Vermont	VT	No	No				
47.	Virginia	VA	No	No				
48.	Washington	WA	No	No				
49.	West Virginia	WV	No	No				
50.	Wisconsin	WI	No	No				
51.	Wyoming	WY	No	No				
52.	American Samoa	AS	No	No				
53.	Guam	GU	No	No				
54.	Puerto Rico	PR	No	No				
55.	U.S. Virgin Islands	VI	No	No				
56.	Canada	CN	No	No				
57.	Aggregate other alien	OT	X X X	X X X				
58.	TOTAL (Direct Business)		X X X	(a) 1			104,006,773	
DETAILS OF WRITE-INS								
5701			X X X	X X X				
5702			X X X	X X X				
5703			X X X	X X X				
5798.	Summary of remaining write-ins for Line 57 from overflow page		X X X	X X X				
5799.	TOTALS (Lines 5701 through 5703 plus 5798) (Line 57 above)		X X X	X X X				

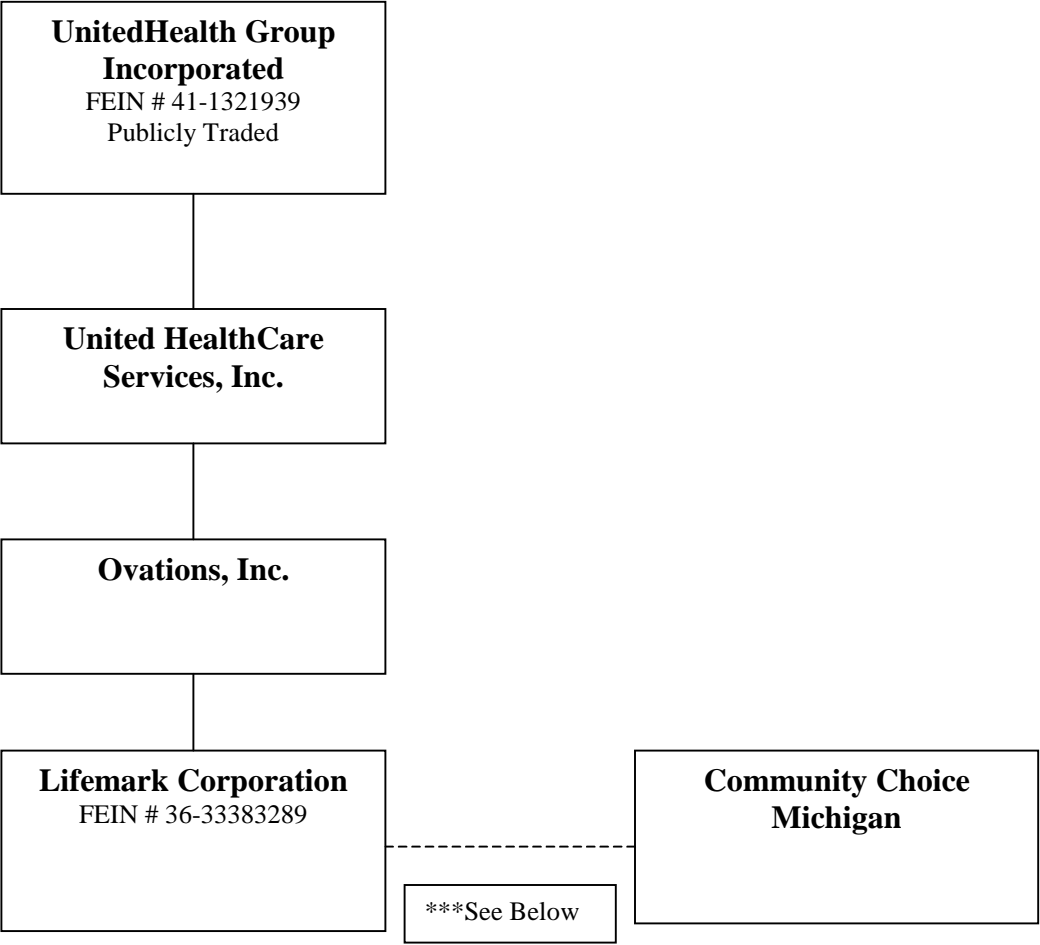
(a) Insert the number of yes responses except for Canada and Other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

All insurer members of a Holding Company Group that has acquired and/or disposed of any domestic insurer (s) since filing the last annual or quarterly statement shall prepare a common schedule for inclusion in each of the individual quarterly statements

PART 1 - ORGANIZATIONAL CHART

20



*** - Community Choice Michigan and Lifemark Corporation have a management services agreement

**SUPPLEMENTAL EXHIBITS AND SCHEDULES
INTERROGATORIES**

RESPONSES
No

1. Will the SVO Compliance Certification be filed with this statement?

Explanation:

Bar Code:



OVERFLOW PAGE FOR WRITE-INS

ASSETS

	Current Period			Prior Year
	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets	Net Admitted Assets
0897. Summary of remaining write-ins for Line 8 (Lines 0804 through 0896)
2204.
2297. Summary of remaining write-ins for Line 22 (Lines 2204 through 2296)

STATEMENT OF REVENUE AND EXPENSES

	Current Year to Date		Prior Year
	1	2	3
	Uncovered	Total	Total
0604. Honorarium X X X
0605. Miscellaneous X X X
0697. Summary of remaining write-ins for Line 6 (Lines 0604 through 0696) X X X
1304. Risk Settlement (197,514) 419,937
1397. Summary of remaining write-ins for Line 13 (Lines 1304 through 1396) (197,514) 419,937

E01 Schedule A Part 2..... NONE

E01 Schedule A Part 3..... NONE

E02 Schedule B Part 1..... NONE

E02 Schedule B Part 2..... NONE

E03 Schedule BA Part 1..... NONE

E03 Schedule BA Part 2..... NONE

SCHEDULE D - PART 3
Showing All Long-Term Bonds and Stocks ACQUIRED During Current Quarter

1	2	3	4	5	6	7	8	9
CUSIP Identification	Description	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation (a)
Bonds - U.S. Governments								
31359MLR2	FEDERAL NATL MTG ASSN	07/09/2002	FEDERAL NATL MTG ASSN	X X X	718,830	710,000	3,346	1
3133M5ZA1	FEDERAL HOME LN BNK CONS	07/09/2002	FEDERAL HOME LN BNK CONS	X X X	51,548	50,000	557	1
3133M5YR5	FEDERAL HOME LN BNK CONS BD	07/09/2002	FEDERAL HOME LN BNK CONS BD	X X X	41,399	40,000	400	1
3133M6X45	FEDERAL HOME LN BNK CONS BD	07/10/2002	FEDERAL HOME LN BNK CONS BD	X X X	57,389	55,000	141	1
3134A4LX0	FEDERAL HOME LN MTG CORP	08/12/2002	FEDERAL HOME LN MTG CORP	X X X	306,046	300,000	2,275	1
31359MNG4	FEDERAL NATL MTG	08/16/2002	FEDERAL NATL MTG	X X X	203,914	200,000	917	1
0399999 Subtotal - Bonds - U.S. Governments					1,379,126	1,355,000	7,636
Bonds - Political Subdivisions of States, Territories and Possessions								
* * *								
395382BG8	GREENSPOINT BANK NY	07/17/2002	GREENSPOINT BANK NY	X X X	96,000	96,000	1
27579TBZ2	EAST WEST BANK CA	08/20/2002	EAST WEST BANK CA	X X X	96,000	96,000	1
33847EMZ7	FLAGSTAR BANK	08/21/2002	FLAGSTAR BANK	X X X	96,000	96,000	1
2499999 Subtotal - Bonds - Political Subdivisions of States, Territories and Possessions					288,000	288,000
6099997 Subtotal - Bonds - Part 3					1,667,126	1,643,000	7,636
6099998 Summary Item for Bonds Bought and Sold This Quarter
6099999 Subtotal - Bonds					1,667,126	1,643,000	7,636
6599998 Summary Item for Preferred Stock Bought and Sold This Quarter
7099998 Summary Item for Common Stock Bought and Sold This Quarter	X X X
7199999 Subtotal - Preferred and Common Stock	X X X
7299999 Total - Bonds, Preferred and Common Stock					1,667,126	X X X	7,636

(a) For all common stock bearing the NAIC designation "U" provide: the number of such issues

SCHEDULE D - PART 4

Showing All Long-Term Bonds and Stocks Sold, Redeemed, or Otherwise Disposed of
by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
CUSIP Identification	Description	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Book/Adjusted Carrying Value at Disposal Date	Increase (Decrease) by Adjustment	Increase (Decrease) by Foreign Exchange Adjustment	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) On Disposal	Interest on Bonds Received During Year	Dividends on Stocks Received During Year	NAIC Desig- nation (a)
Bonds - Political Subdivisions of States, Territories and Possessions																

789369LQ6	ST. FRANCIS BANK	08/14/2002	ST. FRANCIS BANK X X X 96,000 96,000 96,109 96,000 X X X	1
2499999 Subtotal - Bonds - Political Subdivisions of States, Territories and Possessions 96,000 96,000 96,109 96,000 X X X X X X .
Bonds - Industrial and Miscellaneous																
98157DAH9	WORLDCOM INC	07/01/2002	WORLDCOM INC X X X 60,067 60,067 (60,067) (60,067) X X X	1
98155KAG7	WORLDCOM INC SR NTS	07/01/2002	WORLDCOM INC X X X 67,000 67,000 (67,000) (67,000) X X X	1
4599999 Subtotal - Bonds - Industrial and Miscellaneous 127,067 127,067 (127,067) (127,067) X X X X X X .
6099997 Subtotal - Bonds - Part 4 96,000 96,000 223,176 223,067 (127,067) (127,067) X X X X X X .
6099998 Summary Item for Bonds Bought and Sold This Quarter X X X X X X .
6099999 Subtotal - Bonds 96,000 96,000 223,176 223,067 (127,067) (127,067) X X X X X X .
6599998 Summary Item for Preferred Stock Bought and Sold This Quarter X X X X X X .
7099998 Summary Item for Common Stock Bought and Sold This Quarter X X X X X X X X X .
7199999 Subtotal - Preferred and Common Stock X X X X X X X X X .
7299999 Total - Bonds, Preferred and Common Stock 96,000 X X X 223,176 223,067 (127,067) (127,067) X X X .

(a) For all common stock bearing the NAIC designation "U" provide: the number of such issues

E06 Schedule DB Part A Section 1..... NONE

E06 Schedule DB Part B Section 1..... NONE

E07 Schedule DB Part C Section 1..... NONE

E07 Schedule DB Part D Section 1..... NONE

SCHEDULE E - PART 1 - CASH

1			2		3	4	Book Balance at End of Each Month During Current Quarter			8
					Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	5	6	7	
			Rate of Interest				First Month	Second Month	Third Month	*
Depository										
open depositories										
.....	Citizens Bank (AP) (1,366,865) (12,253) (17,546)	.
.....	Citizens Bank (Claims) (1,756,429) (3,588,170) (2,807,162)	.
.....	Citizens Bank (Money								
.....	Market/Sweep)	1.340	 34,509 11,250,751	. 10,253,917	... 8,160,906	.
.....	Michigan National Bank (Claims) (35,087) (35,087) (35,087)	.
.....	Citibank (Money Market)	1.050	 23,093 6,206	... 8,206,936	... 8,225,961	... 7,543,016	.
.....	Standard Federal (Money								
.....	Market/Sweep)	1.000	 114,117 114,117 114,117	.
.....	Citizens Bank (Trust)	1.000	 5,100 1,000,000	... 1,000,000	... 1,000,000	.
0199998 Deposits in depositories which do not exceed the allowable limit in any one depository (See Instructions) - open depositories X X X
0199999 Totals - Open Depositories X X X 62,702 6,206	. 17,413,422	. 15,958,485	. 13,958,244	.
0299998 Deposits in depositories which do not exceed the allowable limit in any one depository (See Instructions) - suspended depositories X X X
0299999 Totals - Suspended Depositories X X X
0399999 Total Cash On Deposit X X X 62,702 6,206	. 17,413,422	. 15,958,485	. 13,958,244	.
0499999 Cash in Company's Office X X X X X X X X X
0599999 Total Cash X X X 62,702 6,206	. 17,413,422	. 15,958,485	. 13,958,244	.

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